

## **DOVRE GROUP PLC ARTICLES OF ASSOCIATION – UNOFFICIAL ENGLISH TRANSLATION**

### Article 1 - Registered Commercial Name

The commercial name of the company is Dovre Group Oyj. The commercial name in English is Dovre Group Plc. The commercial name in Swedish is Dovre Group Abp.

### Article 2 - Registered Office

The registered office of the company is situated in Helsinki, Finland.

### Article 3 - Field of Business

The company offers project personnel and carries out assignments for business management consulting, project management and other expert tasks, primarily in the energy, renewable energy, circular economy, and infrastructure industries. The company's consultants can be either its own employees, hired subcontractors or third-party employees. The company develops, markets, and sells software products and consulting services related to project management, enterprise resource management and augmented reality. In addition, the company can own and operate factories and construction companies that conduct business primarily in the fields of energy, renewable energy, and the circular economy. The company can produce and sell administrative services. The company can engage in securities trading and own shares and properties of other companies.

### Article 4 - Book-Entry Securities System

The company shares belong to the book-entry securities system.

### Article 5 - Board of Directors

The Board of Directors of the company is composed of no less than three (3) and no more than eight (8) members. Their term ends at the end of the first Annual General Meeting following the election. In the first meeting after the election of the Board of Directors, the Board appoints one member to be the Chairman of the Board and another member to be the Vice-Chairman of the Board, whose term lasts until the end of the first Annual General Meeting following the election.

### Article 6 - Managing Director

The Managing Director shall be appointed and discharged by the Board of Directors.

### Article 7 - Representing the company

The Managing Director and the Chairman of the Board of Directors alone or two members of the Board of Directors together represent the company. In addition, the Board of Directors may authorize or give nominated persons a procuration to represent the company.

### Article 8 - Financial Year

The financial year of the company begins on the first day of January and ends on the last day of December.

### Article 9 - Auditors

The company has one Auditor who shall be an audit firm. The auditor's term ends at the end of the first Annual General Meeting following the election.

### Article 10 - General Meeting

The Annual General Meeting is held at the date and time designated by the Board of Directors not later than within six (6) months after the end of the financial year.

In the Annual General Meeting,

the following documents must be presented:

1. annual accounts for both the parent company and the Group;
2. annual report; and
3. auditor's report;

the following matters must be decided on:

4. approval of the annual accounts;
5. the use of the profit shown in the balance sheet;
6. discharge from liability for the members of the Board of Directors and the Managing Director;
7. remuneration payable to the members of the Board of Directors; and
8. number of members of the Board of Directors and number of auditors;

and the following persons must be elected:

9. members of the Board of Directors; and
10. auditors and deputy auditor, if needed.

#### Article 11 - Advance Registration

In order to participate in the General Meeting, a shareholder must register at the company before the registration date and time specified in the notice of the meeting. Registration can be determined to end not earlier than ten (10) days before the meeting.

#### Article 12 - Notice of Meeting

The notice of the General Meeting must be sent to the shareholders not earlier than three (3) months and not later than twenty-one (21) days before the meeting by publishing the notice of the meeting on the company's internet pages or by sending the notice to the shareholders by registered mail to the address registered in the shareholders' register.

#### Article 13 - Arbitration Clause

A dispute between the company and the Board of Directors, the member of the Board of Directors, the Managing Director, the auditor or the shareholder is settled by arbitration. The arbitrators are appointed by the Board of Arbitration of the Central Chamber of Commerce of Finland and the arbitration proceedings comply with the rules of this Board.